

EXHIBIT A



HUMAN RESOURCE MANAGEMENT POLICIES AND PROCEDURES MANUAL

SECTION	SUBJECT	EFFECTIVE/REVISED DATE
4. Rules	HR-410: Conduct and Discipline	01/07/15 Supersedes; 6/6/14

Policy	Employees who fail to follow rules will be subject to discipline, up to and including discharge, in accordance with this policy. This policy is designed to protect patients, customers, the Company, and employees rather than to restrict lawful, appropriate and protected concerted activity. Practical standards of conduct are necessary for orderly and safe business operations. It should be noted that many of these standards of conduct are clarified in greater detail in the corresponding policy.
Application	All employees
Procedure	The discipline and counseling procedures set forth within this policy generally provide appropriate guidance to employee conduct and performance. Provisions of these procedures are not, however, absolute rules.
Violations of Rules	Violations of different rules may be cumulative for purposes of progressive discipline even if unrelated or remote.
Forms of Discipline	<p>Violations of AlixaRx policies, procedures, or work rules including unsatisfactory performance may subject an employee to disciplinary action. The nature of the discipline imposed will depend upon the seriousness of the situation and the employee's prior performance record, behavior, or safety violations. The Company has the right to determine what disciplinary action is appropriate based on the facts of each situation. Not all available forms of discipline are appropriate to every situation, and it is not required that the Company treat each form of discipline as a step in a series to be followed with an employee before termination.</p> <p>Forms of discipline that may be used are:</p> <ul style="list-style-type: none"> • Verbal Counseling • Written Corrective Actions • Unpaid Suspension • Involuntary Termination <p>Written disciplinary actions will be reviewed by Human Resources to ensure the issue has been objectively investigated and properly documented before the action is taken. AlixaRx may exercise, in its sole and absolute discretion, any form of discipline deemed appropriate and is not intended to imply that an employee may be terminated only for cause nor alter the "at-will" employment of the employee.</p>
Employee Memorandum	An employee should be offered a copy of the Documentation upon its communication. The employee should sign the Documentation to acknowledge that it was received and a copy should be placed in the employee's personnel file. If an employee refuses to sign it, a second manager should witness the refusal to sign and note on the documentation that the employee refused to sign it.

alixaRx

HR-410

Discipline

Page 2 of 5

List of Improper Conduct

The following lists improper conduct or behavior which will result in disciplinary action up to and including termination of employment. This list is not all-inclusive. There may be other instances which warrant disciplinary action. Management reserves the right to modify work rules and regulations or to establish different or additional rules or regulations as it deems appropriate and necessary at any time.

Number	Violation
1.0	Violations of Company policy, procedure, Code of Conduct and Business Ethics areas or other instances of improper conduct not specifically listed.
1.1	Customer or patient abuse or neglect (physical, sexual, verbal or mental).
1.2	Failure to report observed customer or patient abuse or neglect, or a physical injury of a customer/patient which is suspected to be a result of abuse or neglect, or failure to report to a supervisor any customer/patient's report of abuse or neglect, or failure to report information concerning customer or patient abuse or neglect.
1.3	Impeding or Refusing to cooperate in a company investigation unless the law requires that such cooperation be voluntary.
1.4	Making malicious, obscene, or threatening statements about a customer, patient, employee, supervisor, or the company such as discriminatory remarks, harassment, and threats of violence or similar inappropriate or unlawful conduct.
1.5	Engaging in activity or making false or offensive statements which are meant to intentionally harm the reputation of the company, employees, officers, its products or services, customers, or service providers (This section does not prevent the exercise of rights protected by Federal or state law, including concerted protected activity).
1.6	Conviction of a felony, conviction of any misdemeanor or evidence of a felony or misdemeanor that is job related and/or could adversely affect the Company's health care business while employed by the Company unless prohibited by state law. Controlling State Law should be applied.
1.7	Theft, attempted theft, fiduciary malfeasance or abuse and/or the unauthorized possession of the property of the Company, worksite, another employee, customer, patient, or visitor. Willful or attempted sabotage, abuse, damage, or destruction of property belonging to the location, an employee, a customer, a patient, a visitor, or other person doing business with the location.



1.8	Unauthorized removal or unprotected disclosure of confidential or privileged information concerning the Company, worksite, other employees, customers or patients such as patient information, customer information, processes, or internal business related communications or reports (this does not prevent employees from discussing wages and conditions of employment with third parties or each other).
1.9	Fighting, hitting, shoving, pushing, forcibly grabbing, offensive touching, threatening or provoking such acts toward another employee or visitor. Similar physical acts or threats exhibited while on Company premises, on Company time, or at company-sponsored events.
1.10	Verbal threats of physical violence towards another employee, customer, visitor, or the location. Sexual harassment of any employee, visitor, or client of the Company or harassment because of race, sex, religious creed, color, national origin, mental or medical condition, ancestry, physical condition, sexual preference, marital status, age, veteran status, or any other unlawful status.
1.11	Falsifying or making a material omissions on Company records, either written or electronic, including but not limited to time cards, employment application, other personnel forms, customer/patient records, financial records, material requisitions, etc., or being accessory to same. This includes completing another employee's timesheet or clocking in or out for another employee.
1.12	Failure to report a communicable disease that could spread to customers or in response to a post-offer pre-employment inquiry.
1.13	Gross negligence which is defined as a failure of performance that involves a conscious or reckless disregard for a known or perceived risk.
1.14	Working at another job while on a medical leave, workers' compensation, or another job inconsistent with Family Medical Leave of Absence (except personal or military leave or when Company is unable to accommodate light duty requests).
1.15	Violation of safety rules that has the potential of causing direct and serious harm to the employee, fellow employees, customers, and/or visitors.
1.16	Wasting time or loitering, or sleeping during work hours. Impeding the ability of others to perform working during work hours.



1.17	Job abandonment which includes but is not limited to, voluntarily walking off the job and leaving the office/worksit during your scheduled work hours without permission, or not returning to work upon completion of a leave of absence except when such conduct is protected under applicable state & federal labor law. Two instances of no call, no show within twelve (12) months will also constitute job abandonment. A no call, no show means, the employee did not show up for work and did not call the supervisor to advise that they will be absent within 2 hours of the start of the scheduled shift.
1.18	Time keeping violations including but not limited to, supervisor requesting or knowingly permitting an employee to work off the clock, working off the clock by a non-exempt employee, or time theft. Failure of a non-exempt employee to clock in and out for meal periods, comply with departmental timekeeping procedures, or record time worked properly
1.19	Possession of a firearm (including concealed weapons with a permit), explosives or other dangerous weapons on company property. Controlling state law should be applied.
1.20	Retaliating against employees for reporting unlawfulness or for reporting a violation of any policy.
1.21	Failure to obtain or maintain a current and valid professional registration and/or certification that is required to perform job duties.
1.22	Willful interference or other actions by a manager/supervisor designed to thwart, hinder, or limit an employee's right to appeal decisions affecting the employee which are reasonably perceived by the employee as unfair or contrary to Company policies and practices. This includes willful failure by a manager / supervisor to carry out prescribed responsibilities in the appeal process.
1.23	Audio or visual recording of customers, patients and employees without knowledge and written consent.
1.24	Employment eligibility denial by Department of Homeland Security – HR-303A – Immigration & Control Act (I-9) E-Verify
1.25	Unsatisfactory work performance. Failure to perform assigned duties in an appropriate manner, at assigned times, or by established deadlines. Refusal or failure by words or actions to carry out a reasonable job direction or assignment.
1.26	Failure to report any unsafe condition to your supervisor.



1.27	Leaving the immediate work area during work time for purposes of performing activities not directly related to job duties.
1.28	Rude or disrespectful conduct towards a customer, patient, family member, employee or supervisor (insubordination).
1.29	Posting, removing or altering of notices or signs on any bulletin board or location property without permission of a member of management or Human Resources.
1.30	Smoking on Company, customer or patient property.
1.31	Creating or contributing to disorderly or unsanitary conditions
1.32	Failure to attend mandatory scheduled in-service training, Compliance training or staff meetings.
1.33	Use of company, location or customer/patient's property for non-work related purposes.
1.34	Working off the clock by a non-exempt employee.

State Specific Guidelines

Specific state or local laws require specific guidelines in addition to those listed above.

California: Licensed individuals working in the State of California will be subject to immediate suspension pending an investigation for situations involving a violation of the Company Substance and Alcohol Abuse Policy; or theft, attempted theft or diversion of dangerous drugs. Further actions will be determined based on the facts of the investigation.

Revision History	Date	Version	Author	Description
	06.06.14	1.4	Human Resources	Adapted for AlixaRx
	01.07.15	1.5	Human Resources	Modified for Business Needs